



**SECOND NOTIFICATION TO THE SHAREHOLDERS
ON THE INTENTION TO MERGE
PGE POLSKA GRUPA ENERGETYCZNA S.A.
WITH PGE ENERGIA JĄDROWA S.A.**

dated June 10, 2013

Acting pursuant to art. 504 § 1 of the Commercial Companies Code (hereinafter: CCC), the Management Board of PGE Polska Grupa Energetyczna S.A. with registered office in Warsaw, ul. Mysia 2 (00-496 Warsaw), entered in the register of businesses with the National Court Register kept with the District Court for Warsaw, 12 Commercial Division of the National Court Register under number KRS 0000059307, NIP 526-025-05-41, REGON 006227638, with fully paid-up share capital of PLN 18,697,608,290.00 (**“the Acquiring Company”**),

notifies on the intention to merge

with PGE Energia Jądrowa S.A. with head office in Warsaw, ul. Mysia 2 (00-496 Warsaw), entered in the register of businesses with the National Court Register kept with the District Court for Warsaw, 12 Commercial Division of the National Court Register under number KRS 0000345416, NIP 701-021-44-85, REGON 142197627, with fully paid-up share capital of PLN 113,500,000.00 (**“the Acquired Company”**).

The Acquiring Company and Acquired Company shall be jointly referred to as **“the Companies”**.

Concurrently, the Management Board of the Acquiring Company advises that:

- 1) the Companies shall merge in the manner prescribed in ar. 492 § 1 point 1 of CCC, art. 515 § 1 of CCC and art. 516 § 6 of CCC, meaning all assets of the Acquired Company shall be transferred to the Acquiring Company without increasing the share capital of the Acquiring Company and without issuing new shares of the Acquiring Company in return for the shares of the Acquired Company;
- 2) the merger plan of the Acquiring Company with the Acquired Company was published in Monitor Sądowy i Gospodarczy dated May 22, 2013 No. 98/2013 (4215), under item 7022;
- 3) the shareholders may access the documents listed in art. 505 § 1 points 1- 3 of CCC in the premises of the Acquiring Company, in Warsaw at Mysia 2 Str., in the Management Board's office of the Acquiring Company, from May 24, 2013 to June 27, 2013, on business days, Monday to Friday, from 9.00 to 15.00:
 - a) the plan for merging the Companies;
 - b) financial reports and Management Board reports from operations of the merging companies from financial years 2010-2012 including an opinion and report of the independent auditor;
 - c) draft resolutions of the General Meetings of the merging Companies;

- d) draft amendments to the Statute of the Acquiring Company;
- e) statement with information on the value of the assets of the Acquired Company drafted as at April 1, 2013;
- f) statement with information on the accounts of the Acquired Company, as at April 1, 2013.

Concurrently, the Management Board of the Acquiring Company advises that as the Acquiring Company holds 100% of the Acquired Company, in line with art. 516 § 6 of CCC and in relation to art. 516 § 5 of CCC:

- 1) The Management Boards of the merging Companies do not prepare the written report with rationale for the merger, referred to in art. 501 of CCC;
- 2) The plan for merging the Companies is not subject to an audit, and therefore no auditor's opinion is prepared, referred to in art. 503 of CCC.

The resolution on merging the Acquiring Company with the Acquired Company shall be made not earlier than after one month from the date of the first notification dated May 23, 2013 and after the date from which the documents referred to in art. 505 § 1 of CCC may be accessed.